

**THE  
GREENBRIER  
COMPANIES**

2-017A04#

The Greenbrier Companies

One Centerpointe Drive Suite 200  
Lake Oswego Oregon 97035  
503 684 7000

17568-A  
RECORDATION NO. FILED 1992

January 14, 1992

JAN 17 1992 -2 35 PM

INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee  
Recordation  
Interstate Commerce Commission  
Room 2303  
12th and Constitution Avenues, N.W.  
Washington, D.C. 20423

Dear Ms. Lee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) original copies and two (2) photocopies of an Memorandum of Assignment Agreement dated as of December 10, 1991, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Memorandum of Lease Agreement dated as of July 25, 1991, which was duly filed and recorded on October 21, 1991 and assigned Recordation Number 17568.

The names and addresses of the parties to the enclosed document are:

ASSIGNOR: Greenbrier Leasing Corporation  
One Centerpointe Drive, Suite 200  
Lake Oswego, Oregon 97035

ASSIGNEE: U. S. Rail Services, A Division of United States Leasing  
International, Inc.  
733 Front Street  
San Francisco, CA 94119

MOTOR OPERATING UNIT

JAN 17 2 19 PM '92

Ms. Mildred Lee  
January 14, 1992  
Page 2

A description of the railroad equipment covered by the enclosed document is:

Twenty (20) five-unit Maxi-Stack™ III articulated double-stack container cars bearing reporting marks and numbers as follows:

GBRX 3000 through GBRX 3019, inclusive

Also enclosed is a payment of \$16 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

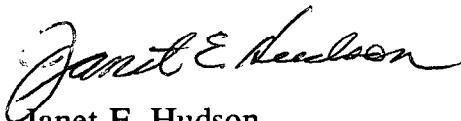
Kindly return stamped copies of the enclosed document not needed for your files to Ms. Janet E. Hudson, Administrative Assistant, The Greenbrier Companies, One Centerpointe Drive, Suite 200, Lake Oswego, Oregon 97035.

A short summary of the enclosed secondary document to appear in the Commission's Index is:

Memorandum of Assignment Agreement dated as of December 10, 1991 between Greenbrier Leasing Corporation, Assignor, and U. S. Rail Services, a Division of United States Leasing International, Inc, Assignee, covering twenty (20) five-unit Maxi-Stack™ III articulated double-stack container cars bearing reporting marks and numbers as follows:

GBRX 3000 through GBRX 3019, inclusive

Sincerely,



Janet E. Hudson  
Administrative Assistant

jeh  
Enclosure

cc: Charles T. Kappler, Esq.

**Interstate Commerce Commission**  
Washington, D.C. 20423

1/22/92

OFFICE OF THE SECRETARY

Janet E. Hudson

Administrative Assistant

The Greenbrier Companies

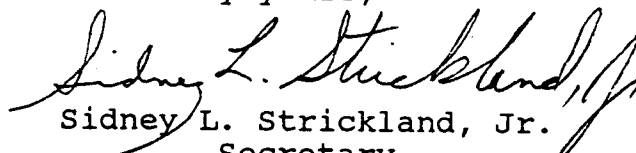
One Centerpointe Drive Suite 200

Lake Oswego, Oregon 97035

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/17/92 at 2:25pm , and assigned recordation number(s). 17568-A

Sincerely yours,

  
Sidney L. Strickland, Jr.  
Secretary

175-28-A

JAN 17 1992 -2 2: PM

INTERSTATE COMMERCE COMMISSION

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MEMORANDUM OF ASSIGNMENT AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("ASSIGNOR")

AND

U. S. RAIL SERVICES, A DIVISION OF  
UNITED STATES LEASING INTERNATIONAL, INC. ("ASSIGNEE")

DECEMBER 10, 1991

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175-28-A  
JAN 17 1992 -2 22 PM  
INTERSTATE COMMERCE COMMISSION

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MEMORANDUM OF ASSIGNMENT AGREEMENT  
BETWEEN  
GREENBRIER LEASING CORPORATION ("ASSIGNOR")  
AND  
U. S. RAIL SERVICES, A DIVISION OF  
UNITED STATES LEASING INTERNATIONAL, INC. ("ASSIGNEE")  
DECEMBER 10, 1991

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Memorandum of Assignment Agreement made and entered into as of December 10, 1991 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Assignor") and U. S. Rail Services, a division of United States Leasing International, Inc. ("Assignee").

W I T N E S S E T H:

1. Assignor, as Lessor, leased to American President Domestic Company, Ltd. ("Lessee") twenty (20) five-unit Maxi-Stack™ III articulated double-stack container cars bearing reporting marks and numbers as follows:

GBRX 3000 through GBRX 3019, inclusive (the "Lease").

2. Assignor has agree to assign to Assignee and Assignee has agreed to accept from Assignor the Lease and the corresponding railcars which are the subject of that Lease.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

GREENBRIER LEASING CORPORATION

By: Nooniss W. Webb  
Title: Vice President

U. S. RAIL SERVICES, A DIVISION OF  
UNITED STATES LEASING INTERNATIONAL, INC.

By: H. Russell Smith  
Title: Director, Finance & Planning